

1383798

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**



06064197

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

**CarMax Texas Portfolio**

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

**A. BASIC IDENTIFICATION DATA**

**PROCESSED**

1. Enter the information requested about the issuer

**DEC 18 2006**

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

**Texas CMX Owner, LLC**

**THOMSON  
FINANCIAL**

Address of Executive Offices (Number and Street, City, State, Zip Code)

**120 North LaSalle Street, 35<sup>th</sup> Floor, Chicago, Illinois 60602**

Telephone Number (Incl. Area Code)

**(312) 867-9700**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(If different from Executive Offices) **N/A**

Telephone Number (Incl. Area Code)

Brief Description of Business **Investment Management in Office/Retail Property**

Type of Business Organization

☐ corporation ☐ limited partnership, already formed ☒ other (please specify):  
☐ business trust ☐ limited partnership, to be formed ☐ limited liability company

Month Year

Actual or Estimated Date of Incorporation or Organization:

☐ [ 5 ] [ 2005 ] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State;  
(CN for Canada; FN for foreign jurisdiction)

[ DE ] [ ]

**GENERAL INSTRUCTIONS**

**Federal:**

**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

**When to File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

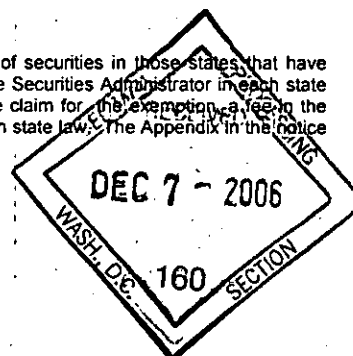
**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.



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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

**TSG Real Estate, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**120 North LaSalle Street, 35<sup>th</sup> Floor, Chicago, IL 60602**

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Hannah, Wayne R. III—Chief Executive Officer and President of TSG Real Estate, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**120 North LaSalle Street, 35th Floor, Chicago, Illinois 60602**

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Plack, Jeffrey C.—Senior Vice President and Chief Financial Officer of TSG Real Estate, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**120 North LaSalle Street, 35th Floor, Chicago, Illinois 60602**

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**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 250,000
3. Does the offering permit joint ownership of a single unit? Yes No  
[X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

**Pacific West Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**371 NE Gilman Blvd, Suite 310, Issaquah, WA 98027**

Name of Associated Broker or Dealer

**Bob Cannon**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states)

[ ] All States

[ ] AL [ ] AK [ ] AZ [ ] AR [ ] CA [ ] CO [ ] CT [ ] DE [ ] DC [ ] FL [ ] GA [ ] HI [ ] ID  
[ ] IL [ ] IN [ ] IA [ ] KS [ ] KY [ ] LA [ ] ME [ ] MD [ ] MA [ ] MI [ ] MN [ ] MS [ ] MO  
[ ] MT [ ] NE [ ] NV [ ] NH [ ] NJ [ ] NM [ ] NY [ ] NC [ ] ND [ ] OH [ ] OK [ ] OR [ ] PA  
[ ] RI [ ] SC [ ] SD [ ] TN [ ] TX [ ] UT [ ] VT [ ] VA [X] WA [ ] WV [ ] WI [ ] WY [ ] PR

Full Name (Last name first, if individual)

**Pacific West Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**420 Boylston Ave E, Seattle, WA 98102**

Name of Associated Broker or Dealer

**William Swayne, II**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states)

[ ] All States

[ ] AL [ ] AK [ ] AZ [ ] AR [ ] CA [ ] CO [ ] CT [ ] DE [ ] DC [ ] FL [ ] GA [ ] HI [ ] ID  
[ ] IL [ ] IN [ ] IA [ ] KS [ ] KY [ ] LA [ ] ME [ ] MD [ ] MA [ ] MI [ ] MN [ ] MS [ ] MO  
[ ] MT [ ] NE [ ] NV [ ] NH [ ] NJ [ ] NM [ ] NY [ ] NC [ ] ND [ ] OH [ ] OK [ ] OR [ ] PA  
[ ] RI [ ] SC [ ] SD [ ] TN [ ] TX [ ] UT [ ] VT [ ] VA [X] WA [ ] WV [ ] WI [ ] WY [ ] PR

Full Name (Last name first, if individual)

**Berthel Fisher & Company**

Business or Residence Address (Number and Street, City, State, Zip Code)

**11291 E Via Linda, Ste. 132, Scottsdale, AZ 85259-4077**

Name of Associated Broker or Dealer

**James Durnin**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states)

☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID  
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO  
☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA  
☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☒ WA ☐ WV ☐ WI ☐ WY ☐ PR

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Tenants in Common Interest) .....	\$ 6,805,263	\$ 0
Total .....	\$ 6,805,263	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	
Accredited Investors .....	7	\$ 1,956,900
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$

Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ 510,394
Other Expenses (Marketing and Due Diligence Fees) .....	<input checked="" type="checkbox"/>	\$ 34,027
Total .....	<input checked="" type="checkbox"/>	\$ 544,421

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

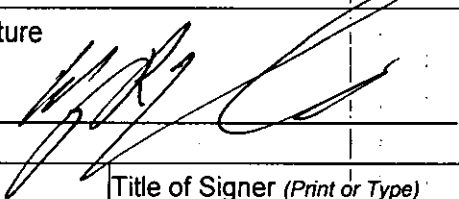
\$ 6,805,263

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 477,490	<input checked="" type="checkbox"/> \$ 257,414
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities ..	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input checked="" type="checkbox"/> \$ 855,082	<input checked="" type="checkbox"/> \$ 4,670,856
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$ 1,332,572	<input checked="" type="checkbox"/> \$ 4,928,270
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 6,260,842	

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Texas CMX Owner, LLC</b>	Signature By: 	Date <b>12-5-06</b>
Name of Signer (Print or Type) <b>Wayne R. Hannah III</b>	Title of Signer (Print or Type) <b>President</b>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

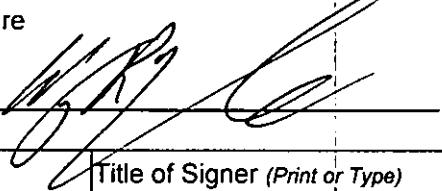
### E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes No  
[ ] [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Texas CMX Owner, LLC</b>	Signature By: 	Date <b>12-5-06</b>
Name of Signer (Print or Type) <b>Wayne R. Hannah III</b>	Title of Signer (Print or Type) <b>President</b>	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

[illegible]

[illegible]

## FORM U-2

### UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW BY ALL MEN BY THESE PRESENTS:

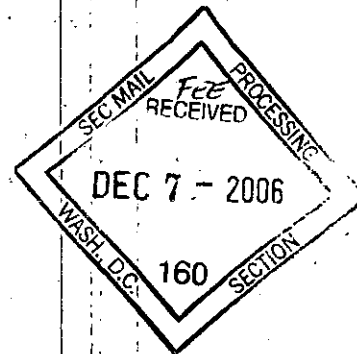
That the undersigned Texas CMX Owner, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorneys in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Wayne R. Hannah III  
Texas CMX Owner, LLC  
c/o TSG Real Estate, LLC  
120 North LaSalle Street, 35<sup>th</sup> Floor  
Chicago, IL 60602

With a copy to:

Baker & McKenzie LLP  
Attention: Donal O'Brien  
130 E. Randolph Drive  
Suite 3500  
Chicago, IL 60601



Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> DIST. OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance

FORM U-2 (continued)

<input type="checkbox"/> HAWAII	Commissioner of Securities	<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> IDAHO	Director, Department of Finance	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> ILLINOIS	Secretary of State	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> INDIANA	Secretary of State	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau		
<input type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input type="checkbox"/> NEW YORK	Secretary of State		

Dated this 5 day of December, 2004.

By: 

Name: Wayne R. Hannah, III

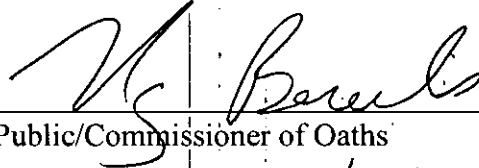
Title: President

**CORPORATE ACKNOWLEDGEMENT**

State of: Illinois }  
County of: Cook } SS.

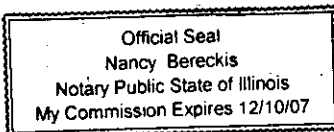
On this 5th day of December, 2006, before me, the undersigned notary, personally appeared Wayne R. Hannah, III, known personally to me to be the President of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing Instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires: 12/10/07



FORM U-2

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW BY ALL MEN BY THESE PRESENTS:

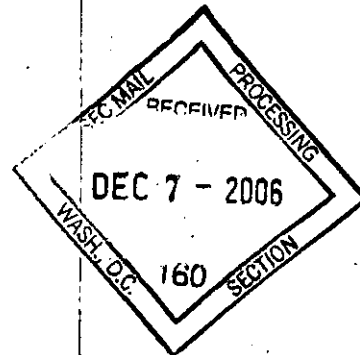
That the undersigned Texas CMX Owner, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorneys in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Wayne R. Hannah III  
Texas CMX Owner, LLC  
c/o TSG Real Estate, LLC  
120 North LaSalle Street, 35<sup>th</sup> Floor  
Chicago, IL 60602

With a copy to:

Baker & McKenzie LLP  
Attention: Donal O'Brien  
130 E. Randolph Drive  
Suite 3500  
Chicago, IL 60601



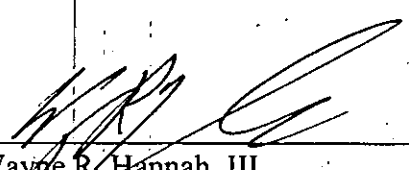
Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> DIST. OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance

FORM U-2 (continued)

<input type="checkbox"/> HAWAII	Commissioner of Securities	<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> IDAHO	Director, Department of Finance	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> ILLINOIS	Secretary of State	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> INDIANA	Secretary of State	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau		
<input type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input type="checkbox"/> NEW YORK	Secretary of State		

Dated this 5 day of December, 2004.

By:   
 Name: Wayne R. Hannah, III  
 Title: President

**CORPORATE ACKNOWLEDGEMENT**

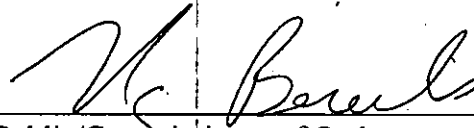
State of: Illinois }

County of: Cook }

} SS.

On this 5th day of December, 2006, before me, the undersigned notary, personally appeared Wayne R. Hannah, III, known personally to me to be the President of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing Instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

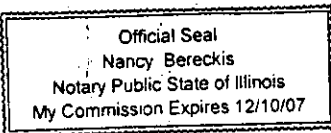


\_\_\_\_\_  
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires

12/10/07



# FORM U-2

## UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW BY ALL MEN BY THESE PRESENTS:

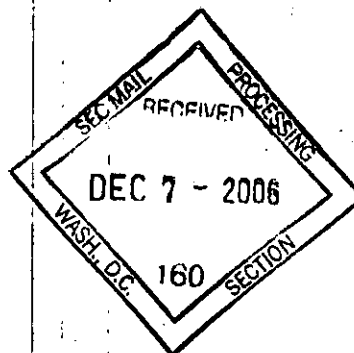
That the undersigned Texas CMX Owner, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorneys in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Wayne R. Hannah III  
Texas CMX Owner, LLC  
c/o TSG Real Estate, LLC  
120 North LaSalle Street, 35<sup>th</sup> Floor  
Chicago, IL 60602

With a copy to:

Baker & McKenzie LLP  
Attention: Donal O'Brien  
130 E. Randolph Drive  
Suite 3500  
Chicago, IL 60601



Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> DIST. OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance

FORM U-2 (continued)

<input type="checkbox"/> HAWAII	Commissioner of Securities	<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> IDAHO	Director, Department of Finance	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> ILLINOIS	Secretary of State	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> INDIANA	Secretary of State	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau		
<input type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input type="checkbox"/> NEW YORK	Secretary of State		

Dated this 5 day of December, 2004.

By: 

Name: Wayne R. Hannah, III

Title: President

**CORPORATE ACKNOWLEDGEMENT**

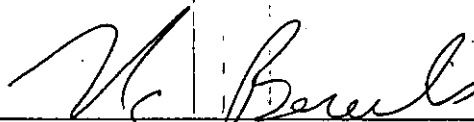
State of: Illinois

County of: Cook

} SS.

On this 5th day of December, 2006, before me, the undersigned notary, personally appeared Wayne R. Hannah, III, known personally to me to be the President of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing Instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

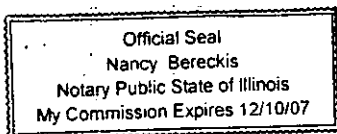


Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires

12/10/07



FORM U-2

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW BY ALL MEN BY THESE PRESENTS:

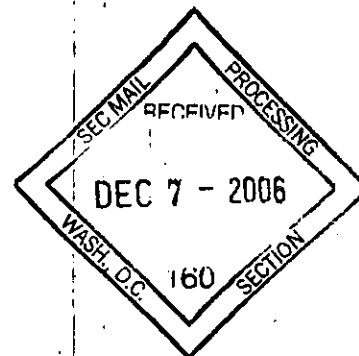
That the undersigned Texas CMX Owner, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorneys in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Wayne R. Hannah III  
Texas CMX Owner, LLC  
c/o TSG Real Estate, LLC  
120 North LaSalle Street, 35<sup>th</sup> Floor  
Chicago, IL 60602

With a copy to:

Baker & McKenzie LLP  
Attention: Donal O'Brien  
130 E. Randolph Drive  
Suite 3500  
Chicago, IL 60601



Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> DIST. OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance

FORM U-2 (continued)

<input type="checkbox"/> HAWAII	Commissioner of Securities	<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> IDAHO	Director, Department of Finance	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> ILLINOIS	Secretary of State	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> INDIANA	Secretary of State	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
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<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau		
<input type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input type="checkbox"/> NEW YORK	Secretary of State		

Dated this 5 day of December, 2004.

By: 

Name: Wayne R. Hannah, III

Title: President

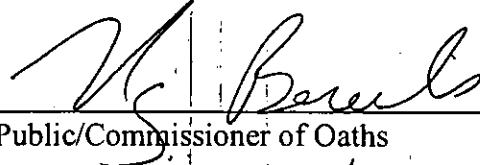
**CORPORATE ACKNOWLEDGEMENT**

State of: Illinois }

County of: Cook } SS.

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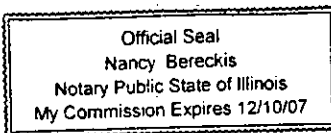
IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires 12/10/07



FORM U-2

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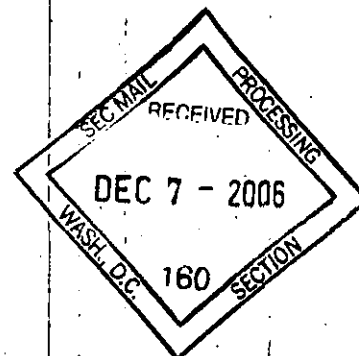
That the undersigned Texas CMX Owner, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorneys in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

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Baker & McKenzie LLP  
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FORM U-2 (continued)

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<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau		
<input type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input type="checkbox"/> NEW YORK	Secretary of State		

Dated this 5 day of December, 2004.

By: 

Name: Wayne R. Hannah, III

Title: President

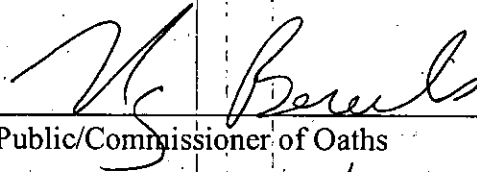
**CORPORATE ACKNOWLEDGEMENT**

State of: Illinois  
County of: Cook

}  
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Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires

12/10/07

